

As Filed With the Securities and Exchange Commission on September 1, 2005

Registration No. 333-91790

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

CARDIAC SCIENCE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0465681
(I.R.S. Employer
Identification No.)

1900 Main Street, Suite 700, Irvine, California 92614
(949) 797-3800
(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

Cardiac Science, Inc.
1997 Stock Option/Stock Issuance Plan
Consulting Agreements
(Full title of the plan)

Roderick de Greef
Executive Vice President and Chief Financial Officer
Cardiac Science, Inc.
1900 Main Street, Suite 700, Irvine, California 92614
(949) 797-3800
(Name, address, including zip code, and telephone number, including area code of agent for service)

Copies to:

EXHIBIT

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Shivbir S. Grewal
Stradling Yocca Carlson & Rauth,
a Professional Corporation
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000

EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 2, 2002 (Registration No. 333-91790) (the "Registration Statement") deregisters shares of the common stock of Cardiac Science, Inc. (the "Company"), par value \$0.001 per share, that had been registered for issuance under the Company's 1997 Stock Option/Stock Issuance Plan and under certain consulting agreements.

Pursuant to an Agreement and Plan of Merger, dated as of February 28, 2005, as amended June 23, 2005, by and among the Company, Quinton Cardiology Systems, Inc., CSQ Holding Company ("Holding Company"), Heart Acquisition Corporation ("Cardiac Merger Sub") and Rhythm Acquisition Corporation, Cardiac Merger Sub merged with and into the Company with the Company surviving the merger as a wholly-owned subsidiary of Holding Company (the "Merger"). On September 1, 2005, the effective time of the Merger, all of the outstanding shares of common stock of the Company were converted into the right to receive 0.10 shares of Holding Company common stock and all outstanding options and warrants were adjusted by the conversion ratio and assumed by Holding Company. As a result, the Company has terminated all offerings of its common stock pursuant to existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of the Company's common stock which remain unsold at the termination of the offering, the Company hereby removes from registration all shares of its common stock registered under the Registration Statement which remain unsold as of the effective time of the Merger.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on this 1st day of September, 2005.

CARDIAC SCIENCE, INC.

By: /s/ Raymond W. Cohen

Raymond W. Cohen
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ /s/ Raymond W. Cohen Raymond W. Cohen	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	September 1, 2005
_____ /s/ Howard Evers Howard Evers	President, Chief Operating Officer and Director	September 1, 2005
_____ /s/ Roderick de Greef Roderick de Greef	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 1, 2005
_____ /s/ Jeffrey F. O'Donnell, Sr. Jeffrey F. O'Donnell, Sr.	Director	September 1, 2005
_____ /s/ Bruce Barclay Bruce Barclay	Director	September 1, 2005
_____ /s/ Peter Crosby Peter Crosby	Director	September 1, 2005
_____ /s/ Brian Dovey Brian Dovey	Director	September 1, 2005
_____ /s/ Ray E. Newton, III Ray E. Newton, III	Director	September 1, 2005